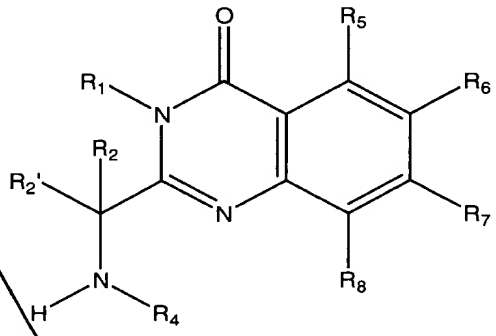
In the Claims:

Please **cancel** Claim 56 without prejudice.

Please **replace** Claims 31, 50 and 51 with the following **amended** claims that have the corresponding numbers.

31. (Twice Amended) A compound having the following structure:



wherein:

R_1 is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R_2 and R_2' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or R_2 and R_2' taken together form a 3- to 7-membered ring;

R_4 is chosen from substituted benzyl, heterocyclyl and R_{16}-alkylene;

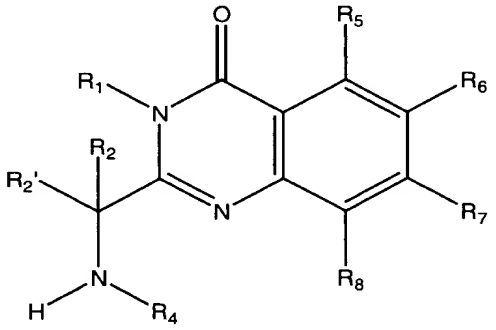
R_5, R_6, R_7 and R_8 are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl;

R_{16} is chosen from alkoxy, amino, alkylamino, dialkylamino, N-heterocyclyl and substituted N-heterocyclyl;

wherein the stereogenic center to which R_2 and R_2' are attached is of the R configuration,

or a pharmaceutically acceptable salt thereof.

50. (Twice Amended) A compound having the following structure:



wherein:

R_1 is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl;

R_2 is chosen from hydrogen, lower alkyl and substituted lower alkyl and R_2' is hydrogen;

R_4 is chosen from lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; heteroarylpropyl and R_{16}-alkylene, wherein R_{16} is di(lower alkyl)amino, (lower alkyl)amino, amino, lower alkoxy, or N-heterocyclyl;

R_5, R_6, R_7 and R_8 are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl;

wherein the stereogenic center to which R_2 and R_2' are attached is of the R configuration,

or a pharmaceutically acceptable salt thereof.

51. (Twice amended) A compound according to claim 31 or 50 wherein

R_1 is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;

R_2 is hydrogen or lower alkyl;

R_2' is hydrogen;

R_4 is R_{16}-alkylene-;

R_7 is hydrogen, fluoro, chloro or methyl;

R_5, R_6 and R_8 are hydrogen;

R_{16} is chosen from di(lower alkylamino), (lower alkyl)amino, amino, pyrrolidinyl, piperidinyl, imidazolyl and morpholinyl.

Please **add** the following claims:

60. (New) A composition comprising a pharmaceutically acceptable excipient and a compound or salt of Claim 31.

61 (New) The composition according to claim 60, wherein said composition further comprises a taxane.

62. (New) The composition according to claim 60, wherein said composition further comprises a vinca alkaloid.

63. (New) The composition according to claim 60, wherein said composition further comprises a topoisomerase I inhibitor.

64. (New) A composition comprising a pharmaceutically acceptable excipient and a compound or salt of Claim 31.

65 (New) The composition according to claim 64, wherein said composition further comprises a taxane.

66. (New) The composition according to claim 64, wherein said composition further comprises a vinca alkaloid.

67. (New) The composition according to claim 64, wherein said composition further comprises a topoisomerase I inhibitor.